



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
2nd Yamskaya, 4, Moscow, Russia, 127018
Tel.: +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,
Power Engineers' Direct Line: 8-800-50-50-115,
Trust Line: +7 (495) 747-92-99,
e-mail: posta@mrsk-1.ru, www.mrsk-1.ru

MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«05» July 2018

Moscow

No. 22/18

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **D.B. Akopyan, A.V. Varvarin, O.Y. Isaev, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, L.A. Romanovskaya, M.M. Saukh, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

Date of the minutes: **05.07.2018.**

AGENDA:

1. On consideration of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1Q 2018».
2. On approval of the policy in the area of information technology, automation and telecommunications.
3. On approval of the Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 2018-2019.
4. On approval of the Resource Plan to provide for the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC.
5. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”: On approval of the report on execution of key performance indicators of General Director of the Company in 1Q 2018.
6. On approval of an internal document of the Company: the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition.
7. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
8. On the prior approval of an amendment to the Collective Agreement of IDGC of Centre, PJSC for 2016-2018.
9. On determination of the amount of payment for the external auditor's services to audit accounting (financial) statements for 2018, prepared under RAS, and consolidated financial statements for 2018, prepared under IFRS.

Item 1: On consideration of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1Q 2018».

Decision:

To take into consideration the reports on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1Q 2018 in accordance with Appendices # 1, #2 to this decision of the Board of Directors of the

Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «1»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On approval of the policy in the area of information technology, automation and telecommunications.

Decision:

1. To approve the Policy of PJSC Rosseti in the area of information technology, automation and telecommunications as an internal document of the Company, in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To recognize the decision of the Board of Directors of the Company dated 13.06.2012 (Minutes dated 18.06.2012 # 15/12) regarding item # 4, with amendments taken by the decision of the Board of Directors of the Company dated 27.11.2014 (Minutes dated 28.11.2014 # 26/14) regarding item # 2, to have lost force.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «AGAINST»
10. Roman Alexeyevich Filkin - «AGAINST»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 3: On approval of the Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 2018-2019.

Decision:

To approve the Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 2018-2019 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

A dissenting opinion on the given item was received from a member of the Board of Directors of the Company, A.V. Shevchuk.

Item 4: On approval of the Resource Plan to provide for the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC.

Decision:

To approve the Resource Plan to provide for the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 5: On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”: On approval of the report on execution of key performance indicators of General Director of the Company in 1Q 2018.

Decision:

To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On approval of the report on execution of key performance indicators of General Director of the Company in 1Q 2018» to vote «FOR» taking the following decision:

«To approve the report on execution of key performance indicators of General Director of the

Company in IQ 2018 in accordance with the Appendix».

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 6: On approval of an internal document of the Company: the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition.

Decision:

To approve the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 7: On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

To agree upon the nomination of Konstantin Yuryevich Petukhov for the position of Deputy General Director for Development and Sale of Services of IDGC of Centre, PJSC.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»

4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR»	- «10»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.

A dissenting opinion on the given item was received from a member of the Board of Directors of the Company, A.V. Shevchuk.

Item 8: On the prior approval of an amendment to the Collective Agreement of IDGC of Centre, PJSC for 2016-2018.

Decision:

Tentatively to approve the amendment to the Collective Agreement of IDGC of Centre, PJSC for 2016-2018 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

A dissenting opinion on the given item was received from a member of the Board of Directors of the Company, A.V. Shevchuk.

Item 9: On determination of the amount of payment for the external auditor's services to audit accounting (financial) statements for 2018, prepared under RAS, and consolidated financial statements for 2018, prepared under IFRS.

Decision:

To determine the amount of payment for services of the Company's auditor - Ernst & Young LLC - to provide the services for the audit of the accounting (financial) statements for 2018 prepared in accordance with RAS, the audit of the consolidated financial statements prepared in accordance with IFRS, for the year ending 31.12.2018 with the bid price in the amount of 5 537 427 (Five million five hundred and thirty-seven thousand four hundred and twenty-seven) rubles 67 kopeks, including VAT (18%) 844 692 (Eight hundred forty-four thousand six hundred ninety-two) rubles 36 kopecks.

Voting results:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Dmitry Borisovich Akopyan | - «FOR» |
| 2. | Alexander Viktorovich Varvarin | - «FOR» |
| 3. | Oleg Yuryevich Isaev | - «FOR» |
| 4. | Alexander Ivanovich Kazakov | - «FOR» |
| 5. | Alexey Igorevich Pavlov | - «FOR» |
| 6. | Alexey Viktorovich Rakov | - «FOR» |
| 7. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 8. | Maxim Mikhailovich Saukh | - «FOR» |
| 9. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 10. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.**Appendices:**

1. The reports «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1Q 2018» (Appendices ## 1-2).
2. The Policy of PJSC Rosseti in the area of information technology, automation and telecommunications (Appendix # 3).
3. The Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 2018-2019 (Appendix # 4).
4. The Resource Plan to provide for the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC (Appendix # 5).
5. The Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition (Appendix # 6).
6. The amendment to the Collective Agreement of IDGC of Centre, PJSC for 2016-2018 (Appendix # 7).
7. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, regarding items # 3, # 7, # 8 of the agenda of the Board of Directors of the Company (Appendix # 8).

**Chairperson of the Board of Directors
of IDGC of Centre, PJSC**

A.I. Kazakov

**Corporate Secretary
of IDGC of Centre, PJSC**

S.V. Lapinskaya